



No. S235348  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

**BETWEEN:**

MCEOWN AND ASSOCIATES LTD. in its capacity as  
RECEIVER OF 8655 GRANVILLE LIMITED PARTNERSHIP

**PETITIONER**

**AND:**

RED BUFFALO 8655 HOLDINGS LTD.

**RESPONDENT**

**APPLICATION RESPONSE**

*[Rule 22-3 of the Supreme Court Civil Rules applies to all forms.]*

**Application Response of:** Red Buffalo 8655 Holdings Ltd. ("the Respondent")

THIS IS A RESPONSE TO the Notice of Application of the Petitioner, filed November 10, 2023.

**Part 1: ORDERS CONSENTED TO**

The application respondent consent(s) to the granting of the orders set out in the following paragraphs of Part 1 of the notice of application: None.

**Part 2: ORDERS OPPOSED**

The application respondent oppose(s) the granting of the orders set out in the following paragraphs of Part 1 of the notice of application: None.

**Part 3: ORDERS ON WHICH NO POSITION IS TAKEN**

The application respondent takes no position on the granting of the orders set out in the following paragraphs of Part 1 of the notice of application: paragraph 1 on certain terms and conditions.

**Part 4: FACTUAL BASIS**

1. This respondent takes no issue with the facts set forth in paragraphs 1-15 of the factual basis of the Notice of Application but for paragraph 9.
2. It is the position of these respondents that the winding up resolution was not in accordance with the provisions of the Limited Partnership Agreement, and was ineffective.
3. This respondent takes no issue with the facts set forth in paragraphs 16-22, but has no knowledge of the facts set forth in paragraph 23.
4. With respect to paragraph 19, the “threats of litigation” were with respect to the invalid resolution referred to in paragraph 9 as discussed above, and to certain claims as against others of the limited partners, and directors. A Notice of Civil claim outlining that cause of action is attached as schedule “A” to these Respondents Response to the Notice of Application filed December 8, 2023.
5. These respondents agree with the facts set forth in paragraph 24 of the notice of application herein, together with the facts set forth in paragraph 25.
6. These respondents have no knowledge with respect to the facts set forth in paragraphs 26, 27 and 30.

**Part 5: LEGAL BASIS**

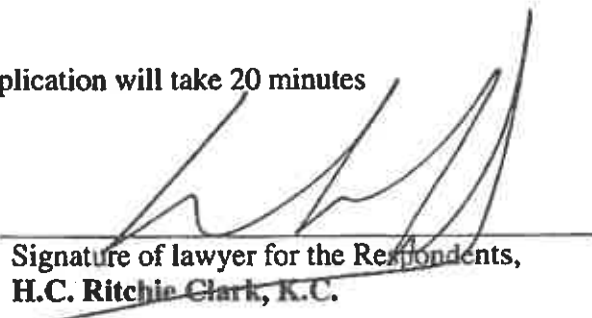
1. These respondents take no position with respect to approval of the sale of the property as requested by the receiver, without prejudice to its rights to pursue the litigation set forth in the draft Notice of Civil Claim attached to their Response to the Notice of Application of December 8, 2023.

**Part 6: MATERIAL TO BE RELIED ON**

1. NIL

The application respondents’ estimate that the application will take 20 minutes

Date: December 15, 2023

  
Signature of lawyer for the Respondents,  
H.C. Ritchie Clark, K.C.